

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

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| In re | : Chapter 11 |
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| DOWLING COLLEGE, | : Case No. 16-75545 (REG) |
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| Debtor. | : |
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***EX PARTE ORDER SCHEDULING A HEARING ON DEBTOR’S MOTION FOR
AN ORDER (A) APPROVING BIDDING PROCEDURES FOR THE SALE OF
THE DEBTOR’S OAKDALE CAMPUS, (B) SCHEDULING AN AUCTION AND A
SALE HEARING RELATED THERETO, (C) APPROVING THE FORM AND
MANNER OF NOTICE OF THE AUCTION AND SALE HEARING, AND
(D) APPROVING A TERMINATION FEE AND EXPENSE REIMBURSEMENT***

Upon the application of Dowling College (“Dowling” or the “Debtor”), debtor and debtor-in-possession in the above-captioned chapter 11 case (the “Chapter 11 Case”), by and through its proposed attorneys, Klestadt Winters Jureller Southard & Stevens, LLP for entry of an Order scheduling a hearing on the Debtor’s motion (the “Bidding Procedures Motion”) for an Order approving, among other things, the entry of an order (the “Bidding Procedures Order”) (a) approving bidding procedures and bidder protections (the “Bidding Procedures”) substantially in the form attached as Schedule 1 to the Bidding Procedures Order for the sale and auction (the “Auction”) of the Debtor’s Oakdale Campus; (b) scheduling an Auction and a hearing to approve the sale of the Oakdale Campus (the “Sale Hearing”); (c) approving the form and manner of the Notice of the Auction and Sale Hearing substantially in the form attached as Schedule 2 to the Bidding Procedures Order (the “Sale Notice”); and (d) approving the Termination Fee and Expense Reimbursement; and the Court having reviewed the Bidding Procedures Motion; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, that a hearing to consider the Bidding Procedures Motion shall be held on **December 15, 2016 at 10:00 a.m.** at Courtroom 860, before the Honorable Robert E. Grossman, United States Bankruptcy Judge for the Eastern District of New York at the United States Bankruptcy Court, Eastern District of New York, Alfonse M. D'Amato U.S. Courthouse, 290 Federal Plaza, Central Islip, New York 11722; and it is further

ORDERED, that for cause shown and pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002(a), 2002(m), and 9006(c), notice of the Bidding Procedures Motion required to be given by the Debtor pursuant to Bankruptcy Rule 2002 shall be sufficient if a copy of this Scheduling Order and the Bidding Procedures Motion is served by (i) overnight mail, or (ii) electronic transmission by **December 1, 2016** on: (a) the Debtor's twenty (20) largest unsecured creditors and, upon its appointment, counsel for the official committee of unsecured creditors (the "Creditors Committee"); (b) the Debtor's material prepetition and post-petition secured lenders or any agent therefore; (c) the Office of the United States Trustee for the Eastern District of New York; (d) all parties in interest who have requested notice pursuant to Bankruptcy Rule 2002; (e) the following taxing and regulatory authorities: (i) the United States Attorney for the Eastern District of New York, (ii) the Attorney General of the State of New York, (iii) United States Department of Education, (iv) New York State Department of Education, (v) the Internal Revenue Service, (vi) the New York State Department of Taxation and Finance; and (vii) the Securities and Exchange Commission; (f) all parties who are known to assert a lien, claim, encumbrance or other interest on any portion of the Debtor's assets; and (g) all parties identified by the Debtor as potentially having an interest in acquiring the Oakdale Campus; and it is further

ORDERED, that responses, if any, to the Bidding Procedures Motion must be made in writing, must state with particularity the reasons for the objection or response, and must be filed with the Clerk of the Bankruptcy Court, must conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court, must set forth the name of the objecting party, the nature and amount of any claims or interest held or asserted against the Debtor's estate or properties, the basis for the objection and the specific grounds therefore and must be served upon: (i) The Office of the United States Trustee for the Eastern District of New York, Alfonse D'Amato Federal Courthouse, 560 Federal Plaza, Central Islip, New York 11722, Attn: Stan Yang, Esq., Trial Attorney; (ii) proposed counsel to the Debtor: Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, NY 10036, Attn: Sean C. Southard, Esq.; (iii) counsel to the Debtor's material prepetition and post-petition secured lenders: (a) Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: P. Miyoko Sato, Esq. and Ian A. Hammel, Esq., (b) Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: Brian D. Pfeiffer, Esq. and Neil S. Begley, Esq., (c) Certilman Balin Adler & Hyman, LLP, 90 Merrick Avenue, 9th Floor, East Meadow, NY 11554, Attn: Richard J. McCord, Esq. and Thomas J. McNamara, Esq., and (d) Garfunkel Wild, P.C., 111 Great Neck Road, Great Neck, NY 11021, Attn: Adam T. Berkowitz, Esq.; and (iv) counsel to the Creditors' Committee, so as to be actually received by **4:00 p.m. (EST) on December 12, 2016**. Objections not timely served and filed may not be considered by the Court.

**Dated: Central Islip, New York
November 30, 2016**



**Robert E. Grossman
United States Bankruptcy Judge**